

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
ROCHESTER DRUG CO-OPERATIVE, INC.**

The undersigned, being all the members of the Board of Directors (the “Board”) of Rochester Drug Co-Operative, Inc., a New York corporation (the “Company”), hereby consent to and adopt the following resolutions, effective as of the date set forth on the signature page below:

WHEREAS, the Board has reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses; and

WHEREAS, the Board has had the opportunity to ask questions of the management and the financial and legal advisors of the Company regarding the strategic alternatives available to the Company;

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, taken as a whole, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the “Bankruptcy Code”); and

RESOLVED, that the officers and representatives of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents, necessary to commence a case and obtain relief under the Bankruptcy Code, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefor, to obtain debtor in possession financing, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Company’s chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the officers and representatives of the Company be, and they hereby are, authorized and directed to employ the law firm of Bond, Schoeneck & King, PLLC as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the officers and representatives of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Bond, Schoeneck & King, PLLC; and

RESOLVED, that the officers and representatives of the Company be, and they hereby are, authorized and directed to employ the firm of Huron Consulting Services LLC as its financial advisor to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations with respect thereto; and in connection therewith, the officers and representatives of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Huron Consulting Services LLC; and

RESOLVED, that the officers and representatives of the Company be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers and representatives of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Company's chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

II. Further Actions and Prior Actions

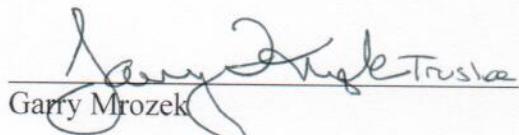
RESOLVED, that in addition to the specific authorizations heretofore conferred upon them, the officers and representatives of the Company be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, and to execute, acknowledge, deliver, and file any and all such agreements, certificates,

instruments and other documents and to pay all expenses, including filing fees, as each officer and representative in his/her discretion may deem necessary or desirable in order to fully carry out the intent and accomplish the purpose of the resolutions adopted herein; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent, which is deemed to be effective as of _____, 2020.


Garry Mrozek

Paul B. Pagnotta

Christopher K. Casey

Stephen L. Giroux

Joseph P. Lech

Joseph Scott Miskovsky

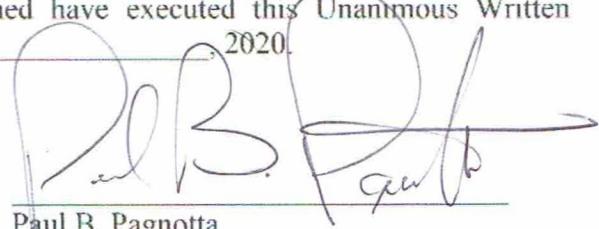
Richard Klenk

Boris Mantell

Don Arthur, Jr.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent, which is deemed to be effective as of 3/12/2020.

Garry Mrozek



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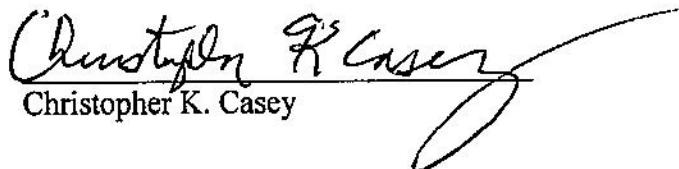
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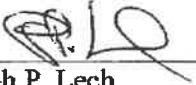
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carry out the intent and accomplish the purpose of the resolutions adopted herein; and

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Pagnotta

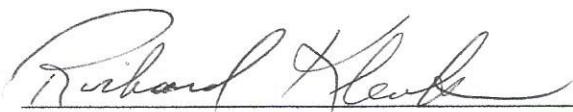
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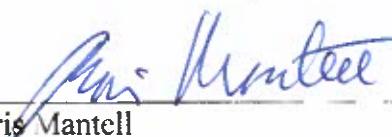
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